

RECORDATION NO. 8712-A FILED

FEB 07 '06

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SURFACE TRANSPORTATION BOARD

OF COUNSEL
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February 7, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Affidavit, dated as of February 7, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document recites the purchase by the Lessee of railroad equipment leased to it and is a complete termination of the Railroad Equipment Lease Agreement previously filed with the Commission under Recordation Number 8712.

The name and address of the party to the enclosed document are:

Affiant/Lessee: Florida East Coast Railway, L.L.C.
One Malaga Street
St. Augustine, Florida 32085

[Lessor: Bethlehem Steel Corporation
(no longer in business)
701 E 3rd St.
Bethlehem Pennsylvania 18016]

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A description of the railroad equipment covered by the enclosed document is:

250 flat car: FEC 2400 - FEC 2649.

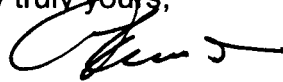
A short summary of the document to appear in the index is:

Affidavit.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

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STATE OF Florida
COUNTY OF St. Johns

} ss.

SURFACE TRANSPORTATION BOARD

AFFIDAVIT

Before me, a notary public, appeared Amy W. Bramlitt, who first being duly sworn, stated as follows:

1. I am the Vice President & Chief Financial Officer of Florida East Coast Railway, LLC ("FEC"), a Florida limited liability company in good standing at all relevant times herein, and I am authorized to make this Affidavit on behalf of FEC.
2. FEC entered into a Railroad Equipment Lease with Bethlehem Steel Corporation ("Bethlehem") dated as of February 1, 1977 (the "Lease"), relating to 250 70-ton, 89-foot 4-inch flatcars bearing reporting marks and numbers FEC 2400 through FEC 2649, inclusive (the "Railcars"). Under Article 14 of the Lease, FEC agreed to purchase the Railcars from Bethlehem on or before November 1, 1977.
3. FEC acquired the Railcars from Bethlehem on or about February 11, 1977, free and clear of any liens, encumbrances or security interests.
4. FEC's records relating to the acquisition of the Railcars from Bethlehem, and Bethlehem's subsequent release of its security interest in the Railcars under the Lease, were lost or destroyed and cannot be located.

FLORIDA EAST COAST RAILWAY, LLC

By: Amy W BramlittTitle: Vice President & Chief Financial OfficerSubscribed and sworn before me this 7th day of February, 2006.Linda D Jackson
Notary PublicMy Commission Expires: August 20, 2006LINDA D. JACKSON
Notary Public, State of Florida
My comm. expires April 20, 2008
Comm. No. DD 311840

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: February 7, 2006

A handwritten signature in black ink, appearing to read 'R. Alvord', written over a horizontal line.

Robert W. Alvord